

COVER SHEET

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S.E.C. Registration Number										

V	I	S	T	A		L	A	N	D		&		L	I	F	E	S	C	A	P	E	S	,		
I	N	C	.																						

(Company's Full Name)

L	O	W	E	R		G	R	O	U	N	D		F	L	O	O	R	,								
B	U	I	L	D	I	N	G		B	,		E	V	I	A											
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(Business Address: No. Street/City/Province)

Brian N. Edang
Contact Person

3226-3552 ext. 0088
Company Telephone Number

1	2	3	1
<i>Month</i>		<i>Day</i>	
Calendar Year			

17-C
FORM TYPE

0	6	1	5
<i>Month</i>		<i>Day</i>	
Annual Meeting			

Secondary License Type, If Applicable

Dept. Requiring this Doc.		

Amended Articles Number/Section

	Total Amount of Borrowings	
Total No. of Stockholders	Domestic	Foreign

To be accomplished by SEC Personnel concerned

File Number									

LCU

Document I.D.									

Cashier

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

**CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER**

1. **July 22, 2024**
Date of Report (Date of earliest event reported)
2. SEC Identification Number **CS200703145**
3. BIR Tax Identification Number **006-652-678-000**
4. **VISTA LAND & LIFESCAPES, INC.**
Exact name of issuer as specified in its charter
5. **Philippines** (SEC Use Only)
Province, country or other jurisdiction of incorporation Industry Classification Code:
7. **Lower Ground Floor, Building B, EVIA Lifestyle Center, Vista City, Daanghari,
Almanza II, Las Piñas City** 1747
Address of principal office Postal Code
8. **(632) 8874-5758 / (632) 8872-6947 / (632) 3226-3552**
Issuer's telephone number, including area code
9. **N/A**
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common stock (net of 416,128,700 treasury shares)	12,698,007,676
VLL Retail Bonds issued in 2017	P5,000,000,000.00
VLL Retail Bonds issued in 2018	P3,500,000,000.00
VLL Retail Bonds issued in 2019	P10,000,000,000.00
VLL Retail Bonds issued in 2023	P6,000,000,000.00

11. Indicate the item numbers reported herein:

Item No. 9 – Other Events

Please see attached announcement relating to the potential issuance by the Company's wholly-owned subsidiary, VLL International, Inc., of senior unsecured fixed rate notes under its USD2 billion Medium Term Note Programme.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OR IN ANY OTHER JURISDICTION IN WHICH SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD BE PROHIBITED BY APPLICABLE LAW.

** VISTA LAND & LIFESCAPES, INC. US\$ 5-YEAR REGS - INITIAL PRICE GUIDANCE **

ISSUER:	VLL International, Inc. (the "Issuer")
GUARANTORS:	Vista Land & Lifescapes, Inc. and Subsidiary Guarantors (the "Guarantors")
SUBSIDIARY GUARANTORS:	Brittany Corporation, Camella Homes, Inc., Communities Philippines, Inc., Crown Asia Properties, Inc., Vista Residences, Inc., Vistamalls, Inc.
RATINGS:	Unrated
ISSUE:	Senior Unsecured Fixed Rate Notes under the Issuer's USD 2 billion Medium Term Note Programme
FORMAT:	Regulation S Registered (Cat 1)
ISSUE SIZE:	US\$ Benchmark
TENOR:	5-Year
INITIAL PRICE GUIDANCE:	9.500% area
SETTLEMENT DATE:	29 July 2024
MATURITY DATE:	29 July 2029
COC PUT:	101%
OPTIONAL REDEMPTION:	Make-whole Call
COVENANTS:	Certain high yield covenants including, but not limited to, Limitation on Indebtedness and Limitation on Liens
OTHER DETAILS:	SGX-ST Listing; US\$200k x US\$1k denoms; English law
CLEARING:	Euroclear/Clearstream
USE OF PROCEEDS:	The net proceeds will be used for refinancing, working capital, investment and other general corporate purposes.
JOINT GLOBAL COORDINATORS, JOINT BOOKRUNNERS and JOINT LEAD MANAGERS:	DBS Bank Ltd., HSBC (B&D)
JOINT BOOKRUNNER AND JOINT LEAD MANAGER:	KIS Asia
DOMESTIC LEAD MANAGER:	Union Bank of the Philippines
ROADSHOW LINK:	URL: www.netroadshow.com Entry Code: VLL2024 Direct Link: www.netroadshow.com/nrs/home/#!/?show=d2a0fbb1
TIMING:	Today's business

FCA / ICMA stabilisation applies.

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Notice of Product Classification by the Issuer under Section 309B(1)(c) of the Securities and Futures Act 2001 (2020 Revised Edition) of Singapore: The Securities are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

No PRIIPs KID – No PRIIPs key information document (KID) has been prepared as not available to retail investors in the EEA.

No UK PRIIPs KID – No UK PRIIPs key information document (UK KID) has been prepared as not available to retail investors in the UK.

This announcement is confidential and solely for the use of the person it is addressed to and its advisers. Release, transmission or distribution to any other person is prohibited. The distribution of this announcement and other information referred to herein may be restricted by law and persons into whose possession this announcement or such other information comes should inform themselves about and observe any such restriction.

This announcement does not constitute or form part of any offer to purchase, a solicitation of an offer to purchase, an offer to sell or an invitation or solicitation of an offer to sell, issue or subscribe for, securities in or into the United States or in any other jurisdiction. No securities mentioned herein have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities laws or other jurisdiction of the United States and no such securities may be offered or sold in or into the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements under the U.S. Securities Act and any applicable state or local securities laws of the United States.

The securities referred to herein will be offered and sold only outside the United States in accordance with Regulation S under the U.S. Securities Act.

Not for distribution in the United States.

There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States or in any other jurisdiction where such an offering is restricted or prohibited or where such offer would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. Nothing in this communication shall constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction in which such offer or sale would be unlawful. Any offering of securities will be made by means of one or more offering documents, which will contain detailed material information about the Issuer and its management and financial statements. No action has been taken in any jurisdiction that would permit a public offering of the securities to occur in any jurisdiction. Failure to comply with the above restrictions may result in a violation of U.S. securities laws or applicable laws of other jurisdictions.

No money, securities or other consideration is being solicited by this announcement or the information contained herein and, if sent in response to this announcement or the information contained herein, will not be accepted. A rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension, reduction or withdrawal at any time by the relevant rating agency.

In the context of any offering of the securities referred to herein, The Hongkong and Shanghai Banking Corporation Limited and other intermediaries are “capital market intermediaries” (together, the “CMIs”) subject to Paragraph 21 of the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission (the “SFC Code”).

Associated Orders and Proprietary Orders: Prospective investors who are the directors, employees or major shareholders of the Issuer, a CMI or any of its group companies will be considered as having an association with the Issuer, the relevant CMI or the relevant group company. Prospective investors associated with the Issuer or a CMI (including any of its group companies) should specifically disclose whether they have any such association to a CMI (and such CMI may be required to pass such information to the Issuer and certain other CMIs) when placing an order for the relevant securities and should disclose, at the same time, if such orders may negatively impact the price discovery process in relation to the offering. Prospective investors who do not disclose their associations are deemed not to be so associated. Where prospective investors disclose such associations but do not disclose that such order may negatively impact the price discovery process in relation to the offering, such order is hereby deemed not to negatively impact the price discovery process in relation to the offering. If an investor is an asset management arm affiliated with a CMI, such prospective investor should indicate when placing an order if it is for a fund or portfolio where such CMI or its group company has more than 50% interest, in which case it will be classified as a “proprietary order” and subject to appropriate handling by CMIs in accordance with the SFC Code and should disclose, at the same time, if such “proprietary order” may negatively impact the price discovery process in relation to the offering. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not such a “proprietary order”. If a prospective investor is otherwise affiliated with a CMI, such that its order may be considered to be a “proprietary order” (pursuant to the SFC Code), such prospective investor should indicate to that CMI when placing such order. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not such a “proprietary order”. Where prospective investors disclose such information but do not disclose that such “proprietary order” may negatively impact the price discovery process in relation to the offering, such “proprietary order” is hereby deemed not to negatively impact the price discovery process in relation to the offering.

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Order Book Transparency: Prospective investors should ensure, and by placing an order prospective investors are deemed to confirm, that orders placed with a CMI are bona fide, are not inflated and do not constitute duplicated orders (i.e. two or more corresponding or identical orders placed via two or more CMIs). In addition, each of the CMIs (including private banks) submitting orders with the other CMIs should disclose the identities of all investors when submitting orders with the other CMIs. When placing an order, private banks should disclose, at the same time, if such order is placed other than on a "principal" basis (whereby it is deploying its own balance sheet for onward selling to investors). Private banks who do not provide such disclosure are hereby deemed to be placing their order on such a "principal" basis. Otherwise, such order may be considered to be an omnibus order (see further below) pursuant to the SFC Code. Private banks should be aware that placing an order on a "principal" basis may require the relevant affiliated CMI(s)(if any) to apply the "proprietary orders" requirements of the SFC Code to such order. In the case of omnibus orders, CMIs (including private banks) should, when submitting such orders, provide underlying investor information (name and unique identification number) in the format and to the relevant recipients indicated to such CMIs (including private banks) at the relevant time. Failure to provide such information may result in that order being rejected. In sharing such underlying investor information which may be personal and/or confidential in nature, each of the CMIs (including private banks) (i) should take appropriate steps to safeguard the transmission of such information; (ii) is deemed to have obtained the necessary consents to disclose such information; and (iii) is deemed to have authorised the collection, disclosure, use and transfer of such information by the other CMIs and/or any other third parties as may be required by the SFC Code. In addition, prospective investors should be aware that certain information may be disclosed by the CMIs which is personal and/or confidential in nature to the prospective investors. By placing an order with the CMIs, prospective investors are deemed to have authorised the collection, disclosure, use and transfer of such information by the CMIs to the Issuer, certain other CMIs, relevant regulators and/or any other third parties as may be required by the SFC Code, it being understood and agreed that such information shall only be used in connection with the offering.

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SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on behalf by the undersigned hereunto duly authorized.

VISTA LAND & LIFESCAPES, INC.
Issuer

By:


BRIAN N. EDANG
CFO & Head Investor Relations

Date: July 22, 2024